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CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222		
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PHOENIX WORLDWIDE INDUSTRIES, INC. TALLAHASSEE, FLORIDA

The following Article III of the Articles of Incorporation of PHOENIX WORLDWIDE INDUSTRIES, INC. as filed on December 12, 1983, is amended in accordance with Florida Statutes Section 607.1002(7) to change the par value of the authorized and outstanding shares of common stock of the corporation and shall read as follows:

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is fifty million (50,000,000) shares of common stock of \$.00005 par value.

This amendment was approved and adopted on the 9th day of September, 2003, by the Board of Directors of the corporation and a quorum of the shareholders of the corporation possessing a majority of the issued and outstanding shares all bearing identical voting rights. The amendment was approved by the requisite majority of votes cast, in accordance with applicable law, the articles of incorporation of the corporation and its bylaws. The number of votes cast by the shareholders for the amendment was sufficient for the approval of this amendment.

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Directors, of the corporation has executed these Articles of Amendment this **19**th day of September, 2003.

DR. () AL ESQUIVEL/SHULER, PRESIDENT AND CHAIRMAN OF THE BOARD OF DIRECTORS

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STATE OF FLORIDA COUNTY OF <u>MIAMI - DADE</u>

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BEFORE ME, the undersigned authority, personally appeared DR. J. AL ESQUIVEL SHULER, as President and Chairman of the Board of Directors of Phoenix Worldwide Industries, Inc., who is personally known to me, and who executed the foregoing Articles of Amendment in his capacity as set forth above and executed such instrument for the purposes therein stated.

Sworn to and subscribed before me this $-\frac{10^{-44}}{2}$ day of September, 2003.



NOTARY PUBLIC State of Florida

My Commission Expires: